

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

Re: Docket No. 64

**CERTIFICATION OF COUNSEL REGARDING PROPOSED
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
RPA ASSET MANAGEMENT SERVICES, LLC AS FINANCIAL ADVISOR
TO THE DEBTORS, EFFECTIVE AS OF THE PETITION DATE**

On December 16, 2022, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of RPA Asset Management Services, LLC as Financial Advisor to the Debtors, Effective as of the Petition Date* [Docket No. 64] (the “Application”). Pursuant to the Application, responses to the entry of the proposed form of order (the “Proposed Order”) attached to the Application were to be filed and served no later than 4:00 p.m. (ET) on December 30, 2022 (the “Objection Deadline”).

Prior to the Objection Deadline, the Debtors received informal comments from the Office of the United States Trustee and the Official Committee of Unsecured Creditors (together, the “Responding Parties”). As a result of discussions between the Debtors, RPA Asset Management Services, LLC (“RPA”), and the Responding Parties, such comments have been resolved as reflected in the revised Proposed Order attached hereto as **Exhibit A** (the “Revised Proposed Order”). For the convenience of the Court and interested parties, a blackline comparing the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 12405 Venice Boulevard, Box #1, Los Angeles, CA 90066.

Revised Proposed Order to the Proposed Order is attached hereto as **Exhibit B**. No other responses were received by the Debtors.

The Debtors submit that the Revised Proposed Order is appropriate and consistent with the relief requested in the Application and their discussions with RPA and the Responding Parties, and that the Responding Parties do not object to entry of the Revised Proposed Order. Accordingly, the Debtors respectfully request that the Court enter the Revised Proposed Order at its earliest convenience without further notice or hearing.

Dated: January 3, 2023
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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*Proposed Counsel to the Debtors and
Debtors in Possession*